

Gary D. Sesser
 Ronald D. Spencer
 CARTER LEDYARD & MILBURN LLP
 2 Wall Street
 New York, New York 10005
 (212) 732-3200
*Attorneys for The Andy Warhol Foundation for the Visual Arts, Inc.,
 Vincent Fremont, Vincent Fremont Enterprises, and The Andy Warhol
 Art Authentication Board, Inc.*

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

-----X	
JOE SIMON-WHELAN, Individually And On	:
Behalf Of All Others Similarly Situated,	:
	:
Plaintiff,	:
	:
- against -	:
	:
THE ANDY WARHOL FOUNDATION FOR	:
THE VISUAL ARTS, INC., THE ESTATE OF	:
ANDY WARHOL, VINCENT FREMONT,	:
Individually and Successor Executor for the	:
Estate of Andy Warhol, VINCENT FREMONT	:
ENTERPRISES, THE ANDY WARHOL ART	:
AUTHENTICATION BOARD, INC., JOHN	:
DOES 1-20, JANE DOES 1-10, and RICHARD	:
DOES 1-10,	:
	:
Defendants.	:
-----X	

Index No. 07 CV 6423 (LTS) (AJP)

ECF CASE

**NOTICE OF MOTION TO
 DISMISS THE COMPLAINT**

**ORAL ARGUMENT
 REQUESTED**

PLEASE TAKE NOTICE that upon the accompanying Memorandum of Law,
 Declaration of Gary D. Sesser dated September 14, 2007, and attached exhibits, and upon all
 prior proceedings and pleadings herein, Defendants The Andy Warhol Foundation for the Visual
 Arts, Inc., Vincent Fremont, Vincent Fremont Enterprises, and The Andy Warhol Art
 Authentication Board, Inc. ("Defendants"), by and through their attorneys Carter Ledyard &
 Milburn LLP, will move this Court, before the Honorable Laura T. Swain, United States District
 Judge, at the United States Courthouse, 500 Pearl Street, New York, New York, on a date to be

determined by the Court, for an order pursuant to Rules 12(b)(6) of the Federal Rules of Civil Procedure, dismissing the Complaint and granting such other and further relief as this Court may deem just and proper.

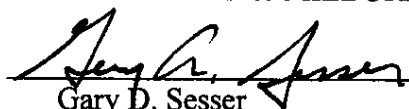
The undersigned hereby certifies that counsel for Defendants has complied with Rule 2(b) of this Court's Individual Practice Rules and has used its best efforts to resolve informally the matters raised in the attached submissions. Counsel has written to Plaintiff's counsel a letter outlining Defendants' legal and factual positions with respect to this Motion, and has engaged in one telephone call with Plaintiff's counsel regarding the same.

Defendants respectfully request that the Court hear oral argument with respect to this Motion.

Dated: New York, New York
September 14, 2007

CARTER LEDYARD & MILBURN LLP

By



Gary D. Sesser

Ronald D. Spencer

2 Wall Street

New York, New York 10005

Tel: (212) 732-3200

Fax: (212) 732-3232